

**F J BENJAMIN HOLDINGS LTD**  
(Company Registration No.: 197301125N)  
(Incorporated in Singapore with limited liability)

**INSTRUCTIONS TO SHAREHOLDERS FOR EXTRAORDINARY GENERAL MEETING**

Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the Extraordinary General Meeting (the “**Meeting**” or the “**EGM**”) of **F J Benjamin Holdings Ltd** (the “**Company**”), to be held on **Friday, 28 January 2022 at 11.00 a.m.**, in person. Alternative arrangements relating to attendance at the EGM via electronic means (via “live” audio-visual webcast (“**live webcast**”) or “live” audio-only stream (“**live audio**”)), submission of questions in advance of or live at the EGM, addressing of substantial and relevant questions in advance of or live at the EGM, and/or voting by electronic means live at the EGM or via appointment of the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise his/her/its voting rights at the EGM have been put in place (collectively, the “**Alternative Arrangements**”).

Printed copies of the Circular to Shareholders dated 13 January 2022 in relation to the Proposed Placement of 120,000,000 new ordinary shares in the capital of the Company at an issue price of S\$0.025 for each placement share for an aggregate issue price of S\$3,000,000 and transfer of controlling interest to Western Properties Pte Ltd, the Notice of EGM and the Proxy Form (as defined herein) for the EGM will not be sent to Shareholders. Instead, these documents have been made available to Shareholders by way of electronic means via publication on SGXNet and the Company’s website at <https://www.fjbenjamin.com/media-announcements.php>.

Please see paragraphs I to III below for the Alternative Arrangements.

**I. VOTING:**

(a) **Live Voting:**

Shareholders (except a relevant intermediary (as defined in Section 181 of the Companies Act 1967(the “**Companies Act**”))) may cast their votes for each resolution live at the EGM. Unique access details for live voting will be provided to Shareholders who pre-registered and are verified to attend the EGM.

(b) **Voting via appointment of Chairman of the EGM:**

As an alternative to live voting, a Shareholder (whether individual or corporate and including a relevant intermediary as defined in Section 181 of the Companies Act, which includes investors who hold shares under the Central Provident Fund Investment Scheme (“**CPF Investors**”) and/or the Supplementary Retirement Scheme (“**SRS Investors**”)) may appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise his/her/its voting rights at the EGM.

In appointing the Chairman of the EGM as proxy, a Shareholder (whether individual or corporate and including a relevant intermediary as defined in Section 181 of the Companies Act, which includes CPF Investors and/or the SRS Investors) must submit their instrument appointing the Chairman of the EGM (“**Proxy Form**”) together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, to vote on their behalf. A Shareholder must give specific instructions as to his/her/its manner of voting, or abstention from voting, in respect of the resolution in the Proxy Form, failing which, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

The duly completed and signed Proxy Form must either be submitted to the Company in the following manner:

- a. if submitted by post, be lodged with the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; **or**
- b. if submitted electronically, be submitted via email to [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com),

in either case, **by 11.00 a.m. on 26 January 2022** (being not less than forty-eight (48) hours before the time for holding the EGM) (or any adjournment thereof) and in default the Proxy Form shall not be treated as valid.

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A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above or by scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms personally or by post, Shareholders are strongly encouraged to submit the completed Proxy Forms electronically via email to [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com).

Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, including CPF Investors and/or the SRS Investors, who wish to exercise their votes should contact their respective intermediaries, CPF agent banks and/or SRS approved banks to submit their voting instructions by **5.00 p.m. on 19 January 2022**, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to vote on their behalf by **11.00 a.m. on 26 January 2022**. CPF Investors and SRS Investors should not directly appoint the Chairman of the EGM as proxy to direct the vote.

## **II. REGISTRATION FOR LIVE WEBCAST OR LIVE AUDIO**

Shareholders will be able to observe the EGM proceedings through a live webcast via their mobile phones, tablets or computers or listen to the EGM proceedings through live audio via telephone. In order to do so, Shareholders must follow the following steps.

Shareholders who wish to exercise live voting, watch the live webcast or listen to the live audio of the EGM must pre-register at <https://smartagm.sg/FJBENJAMIN2022EGM> by **11.00 a.m. on 25 January 2022** to enable the Company to verify their status as Shareholders.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act (other than CPF Investors and/or SRS Investors)) will not be able to pre-register at the above website, for the live webcast or live audio of the EGM. An investor (other than CPF Investors and/or SRS Investors) who wish to participate in live webcast or live audio of the EGM should instead approach his/her/its relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her/its name, email address and NRIC/Passport/UEN number) to the Company's Shares Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com) no later than **11.00 a.m. on 25 January 2022**.

Following the verification, authenticated Shareholders will receive an email by **12 p.m. on 27 January 2022** containing login credentials and the link to access the live webcast or live audio of the EGM. As this is a private Meeting, Shareholders must not disclose such details to others. Shareholders who have pre-registered by **11.00 a.m. on 25 January 2022** but have not received the confirmation email by **12 p.m. on 27 January 2022**, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, by telephone at +65 6536 5355 during Monday to Friday between 9.00 a.m. to 5.00 p.m. (excluding Public Holidays) or by email to [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com) for assistance. **The Company advises all Shareholders to pre-register as early as possible.**

Shareholders who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, such as CPF Investors and SRS Investors, should approach their CPF agent banks or SRS approved banks, to participate in the live webcast or live audio of the EGM.

## **III. SUBMISSION OF QUESTIONS RELATING TO THE AGENDA OF THE EGM**

Shareholders can submit questions in advance relating to the agenda of the EGM to be tabled at the Meeting by email to [SRS.TeamE@boardroomlimited.com](mailto:SRS.TeamE@boardroomlimited.com), or via the pre-registration website at <https://smartagm.sg/FJBENJAMIN2022EGM>.

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Questions submitted in this manner must be submitted by **11.00 a.m. on 20 January 2022**. The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM by publishing the responses to those questions on SGXNET and the Company's website at the URL <https://www.fjbenjamin.com/media-announcements.php>, or live during the EGM.

Shareholders who pre-registered and are verified to attend the EGM will be able to ask questions relating to the agenda of the EGM by submitting text-based questions during the EGM within a certain prescribed time limit. The Company will endeavour to respond to questions as far as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently not all questions may be individually addressed.

The Company will publish the minutes of the EGM via SGXNet on the SGX website and the Company's website within one (1) month from the date of the EGM.

**The Company would like to remind Shareholders that, in view of the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or SGXNET for updates on the status of the EGM.**

By Order of the Board

Karen Chong Mee Keng

Company Secretary

13 January 2022

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor (the "Sponsor"), ZICO Capital Pte. Ltd., in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst.*

*This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*